

23 October 2015

Company Announcement Officer
Australian Securities Exchange

Dear Sir/Madam

Mailing of EGM Notice

I confirm that the attached Notice of Extraordinary General Meeting and Proxy were mailed to shareholders today.

Sincerely



Rozanna Lee
Company Secretary

Intra Energy Corporation Limited

ABN 65 124 408 751

Notice of Extraordinary General Meeting

This is an important document. Please read it carefully.

If you are unable to attend the Extraordinary General Meeting, please complete the Proxy Form enclosed and return it in accordance with the instructions set out on that form.

Time and Place of Meeting and How to Vote

Venue

An Extraordinary General Meeting (“**EGM**”) of Shareholders of the Company will be held at:

Level 20 Australia Square, 264 George Street Sydney NSW 2000	Commencing 2 pm (Sydney time) on Tuesday, 24 November 2015
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How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above.

Voting by Proxy

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of Meeting as soon as possible and either:

- send the Proxy Form by facsimile to the Company’s Share Registry, Link Market Services Limited on facsimile number + 61 2 9287 0309; or
- post to the Company’s Share Registry, Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235; or
- deliver the Proxy Form to the Company’s Share Registry, Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000; or
- online - www.linkmarketservices.com.au. Select ‘Investor Login’ and enter the holding details as shown on the Proxy Form. Select the ‘Voting’ tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

so that it is received not later than 2 pm (Sydney time) on 22 November 2015.

Your Proxy Form is enclosed.

INTRA ENERGY CORPORATION LIMITED

ABN 65 124 408 751

NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Notice is given that an Extraordinary General Meeting of Shareholders will be held at 2 pm (Sydney time) on Tuesday, 24 November 2015 at Level 20 Australia Square, 264 George Street, Sydney NSW 2000.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the EGM. The Explanatory Statement and the Proxy Form form part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 that the persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders of the Company at 7 pm (Sydney time) on 20 November 2015.

BUSINESS OF THE EXTRAORDINARY GENERAL MEETING**RESOLUTIONS****1. Re-election of Directors**

To consider and, if thought fit, to pass, with or without amendment the following separate resolutions as **ordinary resolutions**:

- (i) *"That for the purpose of the Corporations Act, clause 13.2 of the Constitution and for all other purposes, Mr Jonathan Warrant, being a Director of the Company who ceases to hold office immediately before the end of the Extraordinary General Meeting in accordance with section 250V(1)(b) of the Corporations Act and, being eligible, is re-elected as a Director of the Company".*
- (ii) *"That for the purpose of the Corporations Act, clause 13.2 of the Constitution and for all other purposes, Mr David Mason, being a Director of the Company who ceases to hold office immediately before the end of the Extraordinary General Meeting in accordance with section 250V(1)(b) of the Corporations Act and, being eligible, is re-elected as a Director of the Company".*
- (iii) *"That for the purpose of the Corporations Act, clause 13.2 of the Constitution and for all other purposes, Mr Graeme Robertson, being a Director of the Company who ceases to hold office immediately before the end of the Extraordinary General Meeting in accordance with section 250V(1)(b) of the Corporations Act and, being eligible, is re-elected as a Director of the Company.*

Resolutions 1(i) – (iii) will only be put to the Meeting if Resolution 3 (Spill Resolution) at the Company's 2015 Annual General Meeting is passed. Please see the accompanying explanatory statement to the 2015 Annual General Information for further information.

Dated this 23rd day of October 2015

By Order of the Board



Graeme Robertson
Chairman

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Extraordinary General Meeting to be held at 2 pm (Sydney time) on Tuesday, 24 November 2015 at Level 20 Australia Square, 264 George Street, Sydney NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

The following information should be noted in respect of the various matters in the accompanying Notice:

Background to the Extraordinary General Meeting

At the Company's 2014 Annual General Meeting more than 25% of the votes were cast against the adoption of the 2014 Remuneration Report. If at the 2015 Annual General Meeting (due to be held immediately before the Extraordinary General Meeting) 25% or more of votes cast are against the adoption of the 2015 Remuneration Report, Shareholders will be required to vote on a Resolution ("Spill Resolution") on whether a further general meeting of the Company ("Spill Meeting") will be convened at which all of the Company's Directors (other than the Managing Director) must stand for re-election should they wish to continue as Directors.

Please see the accompanying notice of 2015 Annual General Meeting for further information regarding the Spill Resolution and Spill Meeting.

Spill Meeting

This Extraordinary General Meeting is the Spill Meeting and will take place if the Spill Resolution is passed. If the Spill Resolution is not required to be voted on, or is not passed at the 2015 Annual General Meeting, the Resolutions proposed to be voted on at this Extraordinary General Meeting are not required and will be withdrawn.

If the Spill Resolution is passed, all of the Company's Directors who were in office when the Board resolution to approve the Directors' Report was passed, will cease to hold office immediately before the end of the Spill Meeting. Those Directors elected or re-elected at the Spill Meeting will commence to hold office at the end of the Spill Meeting. Mr Warrand, Mr Robertson, Mr Paterson and Mr Mason were Directors of the Company when the Board resolution to approve the Directors' Report was passed. Mr Warrand, Mr Robertson and Mr Paterson have nominated for re-election to the office of Director.

Notwithstanding the results of the Spill Meeting, the Company may retain three Directors (or two plus the Non-Executive Chairman), being the minimum number of Directors required for a public company under the Corporations Act. If no person receives sufficient votes to be elected as Director by way of ordinary resolution, then the Directors that are retained to maintain the statutory minimum will be those candidates for election with the most votes cast in favour of their election at the Spill Meeting, even if less than half the votes cast on the Resolution were in favour of their appointment. If two or more persons have the same percentage of votes in favour of their appointment, the other Directors will choose one of those persons as the appointed Director.

For the purpose of determining the length of time in office for future retirements by rotation, each Director who is re-elected at a Spill Meeting is considered to have been in office from the time of their previous election (i.e. their term of office runs as if the cessation and appointment at the Spill Meeting had not happened).

ELECTION OF DIRECTORS**Resolution 1(i) - Mr Jonathan Warrand**

Mr Warrand being a Director of the Company, who will cease to hold office immediately before the end of the Spill Meeting and, being eligible, offers himself for re-election as a Director of the Company.

Details of Mr Warrand's qualifications and experience are contained in the Company's 2015 Annual Report.

➤ Directors' Recommendation

The Directors (with Mr Warrand abstaining) unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 1(ii) - Mr David Mason

Mr Mason being a Director of the Company, who will cease to hold office immediately before the end of the Spill Meeting and, being eligible, offers himself for re-election as a Director of the Company.

Details of Mr Mason's qualifications and experience are contained in the Company's 2015 Annual Report.

➤ Directors' Recommendation

The Directors (with Mr Mason abstaining) unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 1(iii) - Mr Graeme Robertson

Mr Robertson being a Director of the Company, who will cease to hold office immediately before the end of the Spill Meeting and, being eligible, offers himself for re-election as a Director of the Company.

Details of Mr Robertson's qualifications and experience are contained in the Company's 2015 Annual Report.

➤ Directors' Recommendation

The Directors (with Mr Robertson abstaining) unanimously recommend that Shareholders vote in favour of this Resolution.

CHAIRMAN'S UNDIRECTED PROXIES

The Chairman of the meeting will vote undirected proxies on, and in favour of all the proposed Resolutions.

VOTING BY PROXY

Please note that:

- a) a member of the Company is entitled to attend and vote at the General meeting is entitled to appoint not more than two proxies;
- b) a proxy need not be a member of the Company; and
- c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion is not specified each proxy is entitled to cast half of the number of votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

GLOSSARY

In this Notice of Meeting:

\$ means Australian Dollars.

Annual Report means the Directors Report, the Financial Report and the Auditors Report in respect to the financial year ended 30 June 2015.

ASX means ASX Limited ACN 008 624 691 or the market it operates known as the Australian Securities Exchange, as applicable.

Board or **Board of Directors** means the board of Directors of the Company.

Chair or **Chairman** means the person appointed the chair of the Meeting convened by this Notice.

Company or **IEC** means Intra Energy Corporation Limited ABN 65 124 408 751.

Constitution means the constitution of the Company.

Corporations Act means *the Corporations Act 2001* (Cth).

Director means a Director of the Company.

Directors' Report means the annual Directors report.

EGM, Extraordinary General Meeting or **Meeting** means the extraordinary general meeting of Shareholders convened for the purposes of considering the Resolutions.

Explanatory Statement means the Explanatory Statement accompanying the Notice of Meeting.

Financial Report means the annual financial report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Key Management Personnel or **KMP** means key management personnel as identified in the Remuneration Report for the financial year ended 30 June 2015.

Listing Rules means the Listing Rules of the ASX.

Managing Director means the Managing Director of the Company.

Notice of Meeting or **Notice** means the notice convening the Extraordinary General Meeting accompanying this Explanatory Statement.

Proxy Form means a proxy form accompanying this Notice of Meeting.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution to be considered at the Annual General Meeting as contained in the Notice of Meeting.

Share means a fully paid ordinary share in the Company.

Shareholder means a person registered as a holder of a Share.

Sydney Time means Australian Eastern Standard Time.

In this Notice and the Explanatory Statement words importing the singular include the plural and vice versa.



INTRA ENERGY

Intra Energy Corporation Limited
ABN 65 124 408 751

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Intra Energy Corporation Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Intra Energy Corporation Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **2:00pm on Tuesday, 24 November 2015 at Level 20 Australia Square, 264 George Street, Sydney NSW 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

For Against Abstain*

1 i) Re-election of Director – Mr Jonathan Warrand

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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1 ii) Re-election of Director – Mr David Mason

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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1 iii) Re-election of Director – Mr Graeme Robertson

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

IEC PRX502A



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm on Sunday, 22 November 2015**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Intra Energy Corporation Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**